

EXHIBIT C

**JOINT RESOLUTION OF THE NFL PLAYERS
ASSOCIATION AND THE NFL MANAGEMENT COUNCIL
REGARDING THE BERT BELL/PETE ROZELLE
NFL PLAYER RETIREMENT PLAN**

WHEREAS, the Bert Bell/Pete Rozelle NFL Player Retirement Plan (the "Plan") provides retirement, disability, and death benefits to certain eligible players in the National Football League and their beneficiaries;

WHEREAS, the Plan (and its predecessor plans) were created and have been maintained and operated pursuant to a series of collective bargaining agreements between the NFL Players Association ("NFLPA") and the NFL Management Council ("Management Council") (collectively, the "Plan Settlers");

WHEREAS, in the 1998 Amendments to the 1993 Collective Bargaining Agreement (the "1998 CBA Amendments"), the Plan Settlers agreed to make various changes and improvements to the Plan, including (i) increasing retirement benefits under the Plan, (ii) decreasing vesting requirements for certain players; and (iii) revising certain other provisions of the Plan;

WHEREAS, Section 10.2 of the Plan gives the Plan Settlers the authority, when acting jointly, to change the vesting schedule, increase and revise benefits, impose and remove limits on maximum benefits, and expand coverage; and

WHEREAS, the Plan Settlers desire to amend the Plan to implement Article XLVII of the 1998 CBA Amendments;

NOW, THEREFORE, the NFLPA and the Management Council jointly take the following actions:

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1. The third and fourth paragraphs of the Introduction to the Plan are deleted, and the following paragraph is added to the end of the Introduction:

This Plan took effect as of March 30, 1994. The Plan has governed all administrative matters on and after March 30, 1994 and all benefit payments that became due during the period from the March 30, 1994 through March 31, 1998. In 1998, the NFLPA and the Management Council agreed to amendments to the 1993 CBA ("1998 CBA Amendments") that made a number of important changes to the Plan. This amended and restated Plan document is intended to implement certain provisions of the 1998 CBA Amendments and related agreements of the parties and to incorporate relevant changes in the law. The Plan has been amended and restated effective April 1, 1998. The amended and restated Plan will govern all administrative matters on and after April 1, 1998, and all benefit payments that become due for periods on and after (but not before) that date (unless otherwise set forth in the Plan).

2. Section 1.9 of the Plan is amended to insert the phrase ", the 1998 Amendments to the 1993 CBA ("1998 CBA Amendments")," immediately after the phrase "the 1993 Collective Bargaining Agreement ("1993 CBA")".

3. A new Section 1.15 is added to the Plan to read as follows, the remainder of Article 1 of the Plan is renumbered accordingly, and any references thereto are changed accordingly:

"Final League Year" means the League Year which is scheduled prior to its commencement to be the final League Year under the 1993 CBA, as amended. As of the date of the 1998 CBA Amendments, the Final League Year is the 2004 League Year. If either the NFLPA or the Management Council has by December 1, 2000 cancelled the extension of the 1998 CBA Amendments as set forth in Article LXI of the 1998 CBA Amendments, then, beginning on the date of such cancellation, the Final League Year will be the 2003 League Year.

4. A new Section 1.19 is added to the Plan to read as follows, the remainder of Article 1 of the Plan is renumbered accordingly, and any references thereto are changed accordingly:

"League Year" means the period from February 20 of one year through and including February 19 of the following year, or such other one year period to which the NFLPA and the Management Council may agree.

5. The first sentence of Section 1.32 of the Plan (as renumbered) is amended, effective June 1, 1998, to delete the word "or" immediately preceding "(h)" and to add the following before the period at the end thereof:

; or (i) effective June 1, 1998 (only for the purpose of applying Article 4 or Section 7.3, and not for any other purpose), (1) earned his last Credited Season prior to the 1974 Plan Year, (2) is credited with at least four (4) Credited Seasons, and (3) is alive on June 1, 1998

6. The first two sentences of Section 3.1 are amended to read as follows:

For the 1993 Plan Year and continuing for each Plan Year thereafter that begins prior to the expiration of the Final League Year, a contribution to the Trust will be made by the Employers for each Plan Year, as actuarially determined to be necessary to fund the benefits provided in this Plan, based on the actuarial assumptions and methods contained in Appendix A. Contributions, if any, for Plan Years beginning on and after the expiration of the Final League Year will be determined pursuant to (i) any extensions of the 1993 CBA, or (ii) future Collective Bargaining Agreements and/or extensions thereto, if any.

7. Effective for payments on and after June 1, 1998, Section 4.1 of the Plan is amended to read as follows:

Benefit Credits. Effective for payments on and after June 1, 1998, a Player will earn a Benefit Credit for each of his Credited Seasons according to the following table:

<u>Credited Season</u>	<u>Benefit Credit</u>
Before 1968	\$100
1968 and 1969	130
1970	170
1971	175

1972 through 1976	185
1977 through 1981	200
1982 through 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

8. Section 4.9 is amended to read as follows:

Special Rules. Notwithstanding any other Plan provisions, Benefit Credits for Credited Seasons prior to 1959 will not be paid with respect to any period prior to April 1, 1994, and will not be actuarially adjusted to reflect an Annuity Starting Date after the Vested Player's Normal Retirement Date. For purposes of this Section 4.9, Credited Seasons prior to 1959 needed to reach five Credited Seasons (when added to the Player's Credited Seasons after 1958) will be treated as having occurred after 1958.

9. Effective June 1, 1998, a new Section 4.11 is added to the Plan to read as follows:

Additional Rules for Players Vested Solely Because of Section 1.32(i). Notwithstanding any other Plan provisions, the following additional rules shall apply to any Player who is vested solely because of Section 1.32(i):

- (a) Such a Player may elect to receive benefits under any of the forms described in Section 4.4(c)(1), (2), (4), or (5), but not Section 4.4(c)(3);
- (b) Such a Player shall only be entitled to receive benefits pursuant to an Annuity Starting Date of June 1, 1998 or later.
- (c) A benefit paid to such a Player shall only be actuarially increased to the extent his Annuity Starting Date is after the later of June 1, 1998 and the Player's Normal Retirement Date; and

(d) No beneficiary of such a Player who dies prior to his Annuity Starting Date shall be entitled to receive any benefit, except that the surviving Spouse of such a Player shall be entitled to receive, as of the first day of the month following the date of the Player's death, a benefit equal to the amount she would have received had the Player elected a qualified joint and survivor annuity with respect to his Benefit Credits on the day prior to his death.

10. Effective as of July 1, 1993, a new Section 5.6 of the Plan is added to read as follows:

5.6 Classification Rules.

(a) A Player who becomes totally and permanently disabled and who satisfies the conditions of eligibility for benefits under Section 5.1(a), 5.1(b), 5.1(c), or 5.1(d), or Section 5.5, shall be deemed to continue to be eligible only for the category of benefits for which he first qualifies, unless the Player shows by evidence found by the Retirement Board to be clear and convincing that, because of changed circumstances, the Player satisfies the conditions of eligibility for a benefit under a different category of total and permanent disability benefits.

(b) A Player who becomes totally and permanently disabled and satisfies the conditions of eligibility for benefits under Section 5.1(a), 5.1(b), 5.1(c), or 5.1(d), or Section 5.5, and who subsequently is found by the Retirement Board no longer to be totally and permanently disabled, shall cease to be eligible for benefits. Any such Player shall thereafter remain eligible to receive total and permanent disability benefits in accordance with Section 5.1 or Section 5.5 should the Player experience a subsequent period of total and permanent disability. Any such subsequent total and permanent disability shall be classified in accordance with the provisions of Section 5.1 or Section 5.5, without regard to the classification of any previous period of total and permanent disability.

(c) For purposes of Article 5, the term "League football activities" will have the meaning given in Article 6.

11. Sections 6.4(b) and 6.4(c) of the Plan are amended, effective as of July 1, 1993, to read as follows:

- (b) A disability will be deemed to be "permanent" if it has persisted or is expected to persist for at least 12 months from the date of its occurrence and if the Player is not an Active Player.
- (c) "Arising out of League football activities" means a disablement arising out of any League pre-season, regular-season, or post-season game, or any combination thereof, or out of League football activity supervised by an Employer, including all required or directed activities. "Arising out of League football activities" does not include, without limitation, any disablement resulting from other employment, or athletic activity for recreational purposes, nor does it include a disablement that would not qualify for benefits but for an injury (or injuries) or illness that arises out of other than League football activities.

12. Section 6.5(f) is amended, effective as of July 1, 1993, to read as follows:

- (f) The phrase "and has resulted in the Player's retirement from League football" is added to replace everything after the word "occurrence" in Section 6.4(b).

13. The amendments to Sections 5.1 and 5.7 (attached hereto as Exhibit A) adopted at the October 29, 1998 meeting of the Retirement Board are hereby ratified and approved.

14. The amendments in this resolution are effective as of April 1, 1998, unless provided otherwise.

This resolution may be executed in counterparts. Agreed to and adopted this
____ day of _____ 1998.

NFL PLAYERS ASSOCIATION

By: Douglas F. Allen

Gene Lindham

Executive Director

Douglas F. Allen)

ASSISTANT EXECUTIVE DIRECTOR

NFL MANAGEMENT COUNCIL

By: _____

Harold Henderson
Executive Vice President

14. The amendments in this resolution are effective as of April 1, 1998, unless provided otherwise.

This resolution may be executed in counterparts. Agreed to and adopted this _____ day of _____, 1998.

NFL PLAYERS ASSOCIATION

By: _____

Gene Upshaw
Executive Director

NFL MANAGEMENT COUNCIL

By: Harold Henderson

Harold Henderson
Executive Vice President